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Florida Department of State

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.**NEBRASKA DENTAL CLINIC, P.A.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
NEBRASKA DENTAL CLINIC, P.A.
A Professional Association**

The undersigned incorporators, each of whom is licensed or otherwise legally authorized to practice Dentistry in the State of Florida, associate themselves with the intention of forming a professional association in accordance with Florida Statutes and the Florida Professional Service Corporation Act, and adopt the following articles of incorporation:

**ARTICLE I
NAME**

The name of the corporation is **NEBRASKA DENTAL CLINIC, P.A.**

**ARTICLE II
PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT**

The address of the corporation's principal office is 9780 S.W. 217 Street, Miami, Florida 33190. The name of the initial registered agent of the corporation, located at that office is Orestes Garcia-Villamil.

**ARTICLE III
DURATION**

The period of the corporation's duration shall be perpetual, or until dissolved on a vote of the shareholders as provided in these articles.

**ARTICLE IV
PROFESSIONAL SERVICES**

The professional services of the Corporation shall be rendered only through officers, employees, and agents who are duly licensed or otherwise legally authorized to practice dentistry within the State of Florida. Professional services shall be rendered in each case by the officer, employee, or agent designated solely by this Corporation, acting through its duly elected officers. This provision shall not be applicable to the extent it is in conflict with the law or the professional rules of dental practice.

These Articles prepared by:
Jose R. Pujols, Esq. (FBN: 936911)
2701 S.W. LeJeune Road, Suite 401
Coral Gables, Florida 33134
(305) 569-9533

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**ARTICLE V
PURPOSE**

The purpose of the corporation is to engage in the practice of dentistry as a professional corporation and to own real and personal property, enter into contracts, and engage in any lawful business necessary for the rendering of the professional dental services. To do everything necessary, proper, or convenient to accomplish any of the purposes set forth in these articles, and to do every other acts incidental to the corporate purposes which is not forbidden by Florida laws or by the provisions of these articles of incorporation. The purposes of this corporation shall be carried out only through officers, employees, and agents, each of whom is licensed or otherwise legally qualified to render professional dental services in the State of Florida.

**ARTICLE VI
CAPITAL STOCK**

The total number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is 1,000 shares. These shares shall be of a single class of common stock, and shall have a value of \$1.00 per share.

**ARTICLE VII
CAPITALIZATION**

The amount of capital with which the corporation shall begin business is not less than \$1,000 dollars.

**ARTICLE VIII
CORPORATE POWERS**

The corporation shall have all the rights and powers now or subsequently conferred on professional corporations by the laws of the State of Florida.

**ARTICLE IX
INCORPORATORS**

The name and street address of each person signing these articles of incorporation as an incorporator is:

Name
Orestes Garcia-Villamil

Address
9780 S.W. 217 Street, Miami, Florida 33190.

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ARTICLE X DIRECTORS

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is one (1), and the names and addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Orestes Garcia-Villamil	9780 S.W. 217 Street, Miami, Florida 33190

The initial directors shall hold office until their successors are elected and qualified as provided in the bylaws. Then the term of office of each director shall be one (1) year, until the election and qualification of a successor. The number of directors set forth in these articles of incorporation and constituting the initial board of directors shall be the authorized number of directors until that number is changed by a bylaw duly adopted by the shareholders.

ARTICLE XI OFFICERS

The initial officers of the corporation and their addresses are as follows:

Orestes Garcia-Villamil	President/Treasurer	9780 S.W. 217 Street, Miami, Florida 33190.
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ARTICLE XII INDEMNIFICATION

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law.

ARTICLE XIII BYLAWS

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than 30 days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by the affirmative vote of three fourths of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with the bylaws.

ARTICLE XIV DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least three fourths of the outstanding shares of the corporation entitled to vote. On dissolution, the corporate property and assets shall,

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after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.

**ARTICLE XV
AMENDMENTS**

These articles of incorporation may be amended in the manner authorized by law at the time of amendment.

IN WITNESS WHEREOF, I, Orestes Garcia-Villamil, being the incorporator of this corporation, make and file these articles of incorporation this 16th day of November, 1999.


Orestes Garcia-Villamil, Incorporator

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 607.0501, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

THAT NEBRASKA DENTAL CLINIC, P.A., DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF
BUSINESS AT:

9780 S.W. 217 Street
Miami, Florida 33190

HAS NAMED ORESTES GARCIA-VILLAMIL, LOCATED AT 9780 S.W. 217 STREET,
MIAMI, FLORIDA 33190, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN
FLORIDA.


Orestes Garcia-Villamil

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION, AT THE PLACE DESIGNATED IN THE CERTIFICATE, I HEREBY AGREE
TO ACT IN THIS CAPACITY, AND FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

By: 
Orestes Garcia-Villamil

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